This listing of claims will replace all prior versions, and listings, of claims in the application:

LISTING OF CLAIMS:

1. (Cancelled)

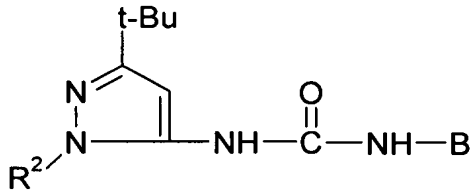
2. (Cancelled)

4. (Cancelled)

5. (Cancelled)

6. (Currently amended) A compound of claim 33 ~~1~~, wherein R^1 is t-butyl and R^2 is unsubstituted or substituted phenyl.

9. (Currently amended) A compound of claim 33 ~~1~~ of the formula



wherein B and R^2 are as defined in claim 33 ~~1~~.

10. (Cancelled)

15. (Cancelled)

16. (Cancelled)

18. (Cancelled)

19. (Cancelled)

20. (Cancelled)

21. (Cancelled)

22. **(Cancelled)**

23. **(Cancelled)**

24. **(Currently amended)** A pharmaceutical composition comprising an effective amount of a compound of claim 33 ~~1~~ and a pharmaceutically acceptable carrier.

25. **(Previously Presented)** A pharmaceutical composition comprising an effective amount of a compound of claim 33 and a pharmaceutically acceptable carrier.

26. **(Cancelled)**

27. **(Cancelled)**

28. **(Cancelled)**

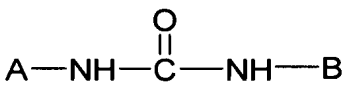
29. **(Cancelled)**

30. **(Cancelled)**

31. **(Cancelled)**

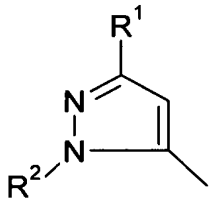
32. **(Previously Presented)** A compound as in claim 39 wherein B is optionally substituted pyridinyloxyphenyl, benzothiazolyloxyphenyl, benzothiazolylthiophenyl, pyrimidinyloxyphenyl, quinolinylthiophenyl, and phthalimidylmethylphenyl and R^2 is phenyl, substituted phenyl, pyridinyl or substituted pyridinyl.

33. **(Previously Presented)** A compound of formula I or a pharmaceutically acceptable salt thereof



I

wherein A is



wherein R^1 is C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl or up to per-halosubstituted C_3-C_{10} cycloalkyl;

B is phenyl, pyridinyl, or naphthyl, substituted by -M-L^1; and is optionally substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n,

wherein n is 0–2 and each X is independently selected from the group consisting of -CN, -CO_2R^5, -C(O)$NR^5R^{5'}$, -C(O)R^5, -NO_2, -OR^5, -SR^5, -$NR^5R^{5'}$, -NR^5C(O)$OR^{5'}$, -NR^5C(O)$R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_1-C_{10} alkoxyl, substituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6 -C_{14} aryl, up to per-halosubstituted C_3-C_{13} heteroaryl and substituted C_4-C_{23} alkheteroaryl and -M-L^1;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO_2R^5, -C(O)R^5, -C(O)$NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, -NO_2, -NR^5C(O)$R^{5'}$, -NR^5C(O)$OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

wherein M is -O-, -S-, or $-(CH_2)-_m$

m = 1–3, and X^a is halogen; and

L^1 is pyridinyl, quinolinyl or isoquinolinyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently -CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)NR^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-C(O)R^5$, $NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl or substituted C_4-C_{23} alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$ and $-NR^5C(O)OR^{5'}$, and

wherein R^2 is unsubstituted phenyl, unsubstituted pyridinyl, substituted phenyl or substituted pyridinyl

wherein if R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V_n,

wherein n = 0–3 and each V is independently selected from the group consisting of -CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-C(O)R^5$, $-OC(O)NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-SO_2R^5$, $-SOR^5$, $-NR^5C(O)R^{5'}$, $-NO_2$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{24} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_6-C_{14} aryl, substituted C_3-C_{13} heteroaryl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{24} alkheteroaryl,

where if V is a substituted group, it is substituted by one or more substituents

independently selected from the group consisting of halogen, up to per-halosubstitution, -CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^5$, -$NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$ and -NO_2;

wherein R^5 and $R^{5'}$ are each independently as defined above.

34. (Previously Presented) A compound of claim 33 wherein one of the following combinations is satisfied:

R^2= unsubstituted phenyl, B=phenyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= unsubstituted phenyl, B=pyridinyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= unsubstituted phenyl, B = naphthyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= unsubstituted pyridinyl, B= phenyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= unsubstituted pyridinyl, B= pyridinyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= unsubstituted pyridinyl, B= naphthyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= substituted phenyl, B=phenyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= substituted phenyl, B=pyridinyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= substituted phenyl, B = naphthyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

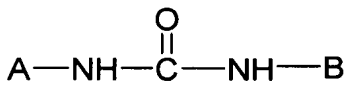
R^2= substituted pyridinyl, B= phenyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl,

R^2= substituted pyridinyl, B= pyridinyl and L^1 is pyridinyl, quinolinyl or isoquinolinyl, or

R^2= substituted pyridinyl, B= naphthyl and $L^1$is pyridinyl, quinolinyl isoquinolinyl.

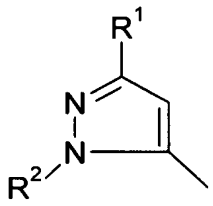
38. (Cancelled)

39. (Currently amended) A compound of Formula I or a pharmaceutically acceptable salt thereof



I

wherein A is



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wherein R^1 is C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl or up to per-halosubstituted C_3-C_{10} cycloalkyl;

wherein R^2 is phenyl substituted by one or more substituents independently selected from halogen, up to per-halosubstitution an V_n, wherein n=0–1 and each V is independently -NO_2, -$NHC(O)CH_3$, -NH_2, CH_3, -OCH_3 or -SO_2CH_3;

B is phenyl, substituted by M-L^1 and is optionally substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution and X_n

wherein n is 0–2 and each X is independently selected from the group consisting of -CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, -SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_1-C_{10} alkoxyl, substituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl, up to per-halosubstituted C_3-C_{13} heteroaryl and substituted C_4-C_{23} alkheteroaryl and -M-L^1;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, -NO_2, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

wherein M is -O-, -S-, -N(R^5)-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -NR^5C(O)-, -C(O)NR^5, -O$(CH_2)_m$-, -$(CH_2)_m$S-, -$(CH_2)_m$N(R^5)-, -CHX^a-, -CX^a_2-, -S-$(CH_2)_m$- or -N(R^5)$(CH_2)_m$-, m = 1-3, and X^a is halogen; and

L^1 is pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently -CN, -CO_2R^5, -C(O)N$R^5R^{5'}$, -C(O)NR^5, -NO_2, -OR^5, -SR^5, -N$R^5R^{5'}$, -NR^5C(O)O$R^{5'}$, -C(O)R^5, NR^5C(O)$R^{5'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl or substituted C_4-C_{23} alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO_2R^5, -C(O)N$R^5R^{5'}$, -OR^5, -SR^5, -NO_2, -N$R^5R^{5'}$, -NR^5C(O)$R^{5'}$ and -NR^5C(O)O$R^{5'}$.

40. (Cancelled)